

State of Delaware - Division of Corporations
DOCUMENT FILING SHEET - Fax# 302-739-3812



Priority 1
(One Hr)



Priority 2
(Two Hr)



Priority 3
(Same Day)



Priority 4
(24 Hour)



Priority 7
(Reg. Work)

DO NOT WRITE IN THIS SPACE

SUBMITTER'S INFORMATION

Company/Firm

Or Individual's Name Whiteford, Taylor & Preston, LLP

Attention: David J. Baker, Paralegal

Return Address 8830 Stanford Boulevard, Suite 400

City-State-Zip Columbia, Maryland 21045 Country USA

Phone: 410-659-6472 Fax# 410-223-3731

Email Address: dbaker@wtplaw.com

Account Number: _____

DOCUMENT FILING REQUEST INFORMATION

Name of Company/Entity American Against Anti-Semitism

File Number _____ Reservation Number _____

Type of Document Certificate of Incorporation

OTHER DOCUMENT FILING INFORMATION

OF Certified Copies returned _____

Other

- ☒ Good Standing
☐ Long Form Good Standing
☐ Apostille/Gold Seal

Country _____

☐ Re: _____

Check# _____ Total \$ enclosed _____

METHOD OF RETURN

(Fax or E-Mail is not available)

☐ Messenger/Pickup

☒ Fed Ex ☐ UPS

☐ Regular Mail

CREDIT /DEBIT CARD INFORMATION

(Visa, MasterCard, American Express or Discover Card Only)

COMMENTS/FILING INSTRUCTIONS

INSTRUCTIONS

1. Visit <http://corp.delaware.gov/cvrmemo.shtml> for complete Instructions on how to properly complete this memo
2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

EACH REQUEST MUST BE SUBMITTED AS A SEPARATE ITEM WITH THIS FILING SHEET AS THE FIRST PAGE OF EACH SUBMISSION

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
AMERICANS AGAINST ANTI-SEMITISM, INC.
A NON-STOCK CORPORATION

FIRST: The name of the corporation is Americans Against Anti-Semitism, Inc. (the "Corporation").

SECOND: The Registered Office of the Corporation in the State of Delaware is to be located at Renaissance Centre, 405 King Street, Suite 500, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent is ResAgent, Inc.

THIRD: The Corporation is a nonprofit organization organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law.

FOURTH: The purpose of the Corporation is to do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the General Corporation Law of the State of Delaware (the "General Corporation Law") and other laws of the State of Delaware and the laws of the United States of America. Notwithstanding any provision of this certificate of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(4) of the Code, or the corresponding provisions of any future United States Internal Revenue law.

FIFTH: No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

SIXTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the Bylaws of the Corporation. The members shall be entitled to vote and consent to certain actions as expressly set forth in the General Corporation Law, as the same exists or hereafter be amended, this certificate of incorporation, and the Bylaws of the Corporation.

SEVENTH: No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit, or benefit from the operations of the Corporation, except

reasonable compensation for services actually rendered to, or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.


EIGHTH: The election of the directors of the Corporation need not be by written ballot.

NINTH: In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion may determine. Any such disposition shall be for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code, or the corresponding provisions of any future United States Internal Revenue law; and provided further that the prior written consent of the members shall be required for any such action. Notwithstanding, the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Ninth, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

TENTH: This Corporation reserves the right at any time, and from time to time, subject to the prior written consent of the members, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Delaware, at the time such laws are in force, in the manner now or hereafter prescribed by law. All rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever, by and pursuant to the certificate of incorporation in its present form, or as hereafter amended, are granted subject to the rights reserved in this Article Tenth. Any such amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall not authorize the Board of Directors to conduct affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, only the Incorporator and members of the Corporation are authorized and empowered to adopt, amend and repeal the Bylaws of the Corporation.

ELEVENTH: The name and mailing address of the Incorporator is Jeffrey P. Altman, c/o Whiteford Taylor Preston LLC, Renaissance Centre, 405 King Street, Suite 500, in the City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the state of Delaware, do make, file, and record this certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 23rd day of May, 2019.



Jeffrey P. Altman, Incorporator

WHITEFORD, TAYLOR & PRESTON
L.L.P.SEVEN SAINT PAUL STREET
BALTIMORE, MARYLAND 21202-1636410 347-8700
FAX 410 347-9478DELAWARE*
DISTRICT OF COLUMBIA
KENTUCKY
MARYLAND
MICHIGAN
NEW YORK
PENNSYLVANIA
VIRGINIAWWW.WTPLAW.COM
(800) 987-8705

TELECOPY TRANSMITTAL

DIRECT FAX # (410) 234-2315

Total Pages (including cover sheet): 3 Date: June 24, 2019

Fax Number: 1-302-739-3812 File No.: 97685.1

Attention: DELAWARE SECRETARY OF STATE - Corporations Division
SPECIAL SERVICES (EXPEDITED SERVICE) - 2-hour

From: Cloie Dufour, Paralegal (direct dial - 410-347-9481)

Re: Americans Against Anti-Semitism, Inc. - DE File # 7435484

Special Instructions:

Attached for filing is the Certificate of Amendment of the above corporation changing its name to Defeat Anti-Semitism, Inc. Please process this filing on a 2-hour basis and charge this firm's credit card, in accordance with the instructions on the attached cover memo. Please send evidence of the filing to my attention at the above Baltimore address via fax or email with hard copies to follow by Federal Express, charging this firm's account number, as provided in the cover memo.

Please call me at 410-347-9481 if you have any questions.

Thank you for your help,
Cloie Dufour

Cc: Jeff Altman, Esquire

PRIVILEGED AND CONFIDENTIAL - All information transmitted hereby is intended only for the use of the addressee(s) named above. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient(s), please note that any distribution or copying of this communication is strictly prohibited. Anyone who receives this communication in error should notify us immediately by telephone and return the original message to us at the above address via the U. S. mail.

10090155

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Company/Firm

Or Individual's Name Whiteford, Taylor & Preston L.L.P.

Attention: Cloie Dufour, Paralegal

Return Address 7 Saint Paul St., Suite 1500

City-State-Zip Baltimore, MD 21202 Country USA

Phone: 410-347-9481 Fax# 410-234-2315

Email Address: mcdufour@wtplaw.com

Account Number: _____

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File Number 7435484

Reservation Number _____

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 - fax and email above

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:45 PM 06/24/2019
FILED 03:45 PM 06/24/2019
SR 20195627076 - File Number 7435484

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, Americans Against Anti-Semitism, Inc.,
organized and existing under the laws of the State of Delaware, hereby certifies as
follows:

(1) That at a meeting a vote of the members of the governing body was taken
for and against the amendment to the Certificate of Incorporation, said Amendment being
as follows:

To change the name of the corporation in the
heading and Article FIRST to Defeat Anti-Semitism,
Inc.

(2) That said amendment was duly adopted in accordance with the provisions of
Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be
signed this 24th day of June, A.D. 2019.

By: Tal M. Levine
Authorized Officer

Name: Tal Levine
Print or Type